



Mr. Jeff DeRouen  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601

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DEC 09 2010  
PUBLIC SERVICE  
COMMISSION

**Kentucky Utilities Company**  
State Regulation and Rates  
220 West Main Street  
PO Box 32010  
Louisville, Kentucky 40232  
www.lge-ku.com

Lonnie E. Bellar  
Vice President  
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December 8, 2010

Re: ***Kentucky Utilities Company - Report of Certain Material Changes***  
**Case No. 2006-00390**

Dear Mr. DeRouen:

Pursuant to the Commission's Order, dated January 22, 2007, in the aforementioned case, Kentucky Utilities Company ("KU") hereby files a report of material changes that KU would have had to disclose to the Securities and Exchange Commission ("SEC") on a Form 8-K if the company had continued to have publicly held secured debt. However, in connection with the recently issued First Mortgage Bonds, referenced below, KU anticipates filing registration statements with the Securities and Exchange Commission ("SEC") during mid-2011. Upon such statements being declared effective by the SEC, KU would thereafter resume periodic SEC reporting, including Form 8-K's.

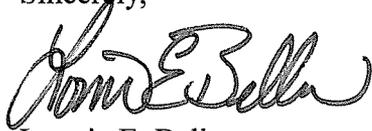
In compliance with this Commission order, KU is submitting this letter as its report. With respect to November 2010, KU believes it would have filed a Form 8-K for the following events:

- The official closing of the transfer of ownership of KU via the acquisition of E.ON US LLC by PPL Corporation
- Issuance of \$1.5 billion of First Mortgage Bonds
- Issuance of 21 promissory notes for \$1.331 billion to PPL Investment Corporation (which were repaid with proceeds of the First Mortgage Bonds listed above) to replace prior notes from Fidelia Corporation
- Entering into a multi-year revolving credit facility totaling \$400 million
- Entering into employment-related arrangements with KU management in connection with the PPL transaction
- Appointments to the KU board associated with the PPL transaction

Mr. Jeff DeRouen  
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Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Lonnie E. Bellar". The signature is written in a cursive style with a large initial "L".

Lonnie E. Bellar